

D I R E C T I V E

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No. 272-Kaku-Ko, 1938.

NORTH CHINA DEVELOPMENT CO., LTD.

(November 7, 1938.)

UNDER THE CORPORATION LAW OF NORTH CHINA DEVELOPMENT CO., LTD.
THE PRIME MINISTER WILL ORDER FOLLOWING SUBJECTS:

Article 1.

The North China Development Co., LTD. (will be designated as "Company" hereafter) when either enacting or revising the following regulations shall receive the approval of the Prime Minister:

1. Service regulations.
2. Regulations concerning pay, allowance, etc. for officials, and allowance for staff members.
3. Important regulations concerning business and etc. Reasons and effective dates will be stated in the application for approval of the preceding clause.

Immediate report is requested in case of enactment or revision of regulations not stated in Clause 1.

Article 2.

The Company shall receive the approval of the Prime Minister in the following cases:

1. Increasing capital.
2. Revising articles of incorporation, or deciding merger or dissolution.
3. Installing directors, inspectors, or advisers.
4. Deciding or changing pay, allowance, bonus, or retiring allowance for officials or advisers.
5. Issuing North China Development Co., Ltd. Bonds, or paying up shares.
6. Loaning.
7. Deciding plan for investment or loans or adding important revision of each business year.
8. Deciding plan for or adding important revision on budget for loans and investments, estimate of disbursements and receipts, and fund plan, or appropriating reserve fund in budget for loans and investments for expenses

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not included in budget.

9. Disposing or hypothecating important assets.
10. Carrying out important investment, loans, or guaranteeing for debt.
11. Disposing final accounts or proceeds.
12. Granting approval on following items for firms to which the Company attempts important investment, loans, or assistance.
 - a. Decision or important revision of articles of incorporation.
 - b. Decision or revision of investor, its amount of investment, or amount and date of investment or payment.
 - c. Advantages and special obligations.
 - d. Payment of shares or issuance of bonds.
 - e. Decision or important revision of investment plan or fund plan.
 - f. Disposal of final accounts or proceeds.
 - g. Important subjects on adjustment of materials.
 - h. Important subjects on expansion of production of Japan, Manchuria, and China.
 - i. Disposal of important assets, of guarantee for debts.

- j. Important investment or loans.
- k. Decision or revision concerning service regulations or regulations of allowance.
- l. Appointment and dismissal of President, Vice-president, directors, or managing directors.
- m. Other important subjects.

13. In case of assuming important obligations or concluding important contracts not covered by the above mentioned items (a-m) reasons shall be stated in the application for approval. Plans of investment or loans mentioned in Clause 1, No. 7, and budget for loans and investments, estimate of receipt and disbursement, and fund plan, mentioned in No. 8 shall be submitted not later than one month before the enterprise or beginning of the business year.

Article 3.

The president, Vice-president, or any managing director when engaging in other business will submit reasons and receive approval of the Prime Minister.

Article 4.

Irrespective of the above-mentioned regulations the approval of the Prime Minister shall be required for

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important matters on economic development in North
China.

Article 5.

Report of dates and places of general meetings of shareholders shall be made to share holders and Minister simultaneously, and to the latter shall be attached the subject matter for discussion.

Report of resolution passed at the general meeting of share holders shall be submitted to the Minister not later than one week after the meeting.

Article 6.

The Company shall make a monthly report of its credit and debit indicated on the last day of the month and submit it to the Minister together with a report of investments and loans, receipts and disbursements, and business conditions of the month not later than the 30th of next month.

Article 7.

The Company shall submit a report on the following subjects of each firm to which it made investments, loans or offered assistance:

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1. General situation of business list of credit and debit, and state of receipts and disbursements.
2. Decision or revision of regulations of sections.
3. Important legal cases.
4. Appointment and dismissal of directors (managing directors excluded), inspectors or auditors.

General situation of business, list of credit and debit, and state of receipts and disbursements mentioned in the preceding clause, No. 1 will be summarized and reported each three months.

Article 8.

The company will submit an immediate report in following cases:

1. Decision or alternation of business in charge of Vice-president or directors.
2. Decision of regulations of sections or revision thereof.
3. Registration.
4. Subjects other than those above mentioned and regarded as important, or the occurrence of important accident.

PRIME MINISTER

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CERTIFICATE OF SOURCE AND AUTHENTICITY

I, SUZUKI, Masakazu, who occupy the post of Chief of Economic Section, Administration Bureau, Foreign Office, hereby certify that the document hereto attached, written in Japanese, consisting of 5 pages and entitled "Instructions North China Development Co., LTD." is an exact and authorized excerpt from an official document in the custody of Japanese Government (Administration Bureau, Foreign Office).

certified at Tokyo

on this 28th day of March, 1947

/s/ SUZUKI, Masakazu.

(seal)

I hereby certify that the above signature and seal were affixed hereto in the presence of the Witness.

at the same place,

on this same date

Witness: /s/ TOKUNAGA, Masakihi.

(seal)

命 令 書

(昭和十三年内閣府令第二七二號)

北支那開發株式會社

北支那開發株式會社法ニヨリ左ノ通り命令ス

昭和十三年十一月七日

内 閣 總 理 大 臣

第一條 北支那開發株式會社(以下會社ト稱ス)ハ左ニ掲グル規程ヲ制定セントスルトキハ内閣總理大臣(以下大臣ト稱ス)ノ認可ヲ受クベシ之レヲ改廢セントスル時亦同ジ

一 職 制

二 役員ノ報酬、手當其他社員ノ給與ニ關スル規定

三 營業其他ニ關スル重要ナル規定

前項ノ認可申請ニハ其ノ事由及實施年月日ヲ記載スベシ

第一項ニ掲ゲザル規定ヲ制定シ又ハ改廢シタルトキハ遲滯ナク大臣ニ

報告スベシ

第二條 會社ハ左ノ場合ニ於テ大臣ノ認可ヲ受クベシ

一 資本ノ増加ヲ爲サントスルトキ

二 定款ノ變更、合併又ハ解散ノ決議ヲ爲サントスルトキ

三 理事又ハ監事ノ選任及顧問ノ委嘱ヲ爲サントスルトキ

- 四、役員又ハ顧問ノ報酬、手當、賞與若ハ退職金ノ額ヲ決定シ又ハ變更セントスルトキ
- 五、北支那開發債券ヲ發行シ又ハ株金ノ拂込ヲ爲サシメントスルトキ
- 六、借入金ヲ爲サントスルトキ
- 七、毎營業年度投資若ハ融資ノ計畫ヲ定メ又ハ之ニ重要ナル變更ヲ加ヘントスルトキ
- 八、毎營業年度ノ事業費豫算、營業收支豫算及資金計畫ヲ定メ若ハ之ニ重要ナル變更ヲ加ヘ又ハ事業費豫算ノ豫備費ヲ以テ豫算外ノ費途ニ充テントスルトキ
- 九、重要ナル財産ヲ處分シ又ハ之ヲ擔保ニ供セントスルトキ
- 十、重要ナル投資、融資又ハ債務保證ヲ爲サントスルトキ
- 十一、決算及利益金ノ處分ヲ爲サントスルトキ
- 十二、會社ガ重要ナル投資、融資若ハ助成ヲナシ又ハ爲サントスル會社ニ對シ左ノ事項ニ付承認ヲ與ヘントスルトキ
- イ、定款ノ決定又ハ重要ナル變更
- ロ、出資者及其ノ出資額並ニ出資拂込ノ金額及時期ノ決定又ハ變更
- ハ、特典及特殊義務
- ニ、株金ノ拂込又ハ社債ノ發行
- ホ、事業計畫及資金計畫ノ決定又ハ重要ナル變更

3

株主總會ノ決議ハ株主總會終了後一週間以内ニ之ヲ大臣ニ報告スベシ

第六條 會社ハ毎月末日ニ於ケル貸借對照表ヲ作成シ其ノ月ノ事業費支出、營業收支狀況及業務狀況ニ翌月二十日迄ニ之ヲ大臣ニ報告スベシ

第七條 會社ハ投資若ハ融資又ハ助成ヲ爲セル各會社ノ左記事項ニ付大

臣ニ報告スベシ

一 事業概況、貸借對照表及營業收支狀況

二 分課規定ノ制定及改廢

三 重要ナル訴訟事件

四 理事（業務分掌理事ヲ除ク）監事又ハ監査役ノ任免

前項各一號ノ事業概況、貸借對照表及營業收支狀況ハ三月毎ニ一括シ

テ之ヲ報告スベシ

第八條 會社ハ左ノ場合ニ於テ遲滯ナク大臣ニ報告スベシ

一 副總裁及理事ノ業務分掌ヲ定メ又ハ變更シタルトキ

二 職制外ニ分課規程ヲ定メ又ハ變更シタルトキ

三 登記ヲ爲シタルトキ

四 前各號外重要ト認ムル事項又ハ重大ナル事故ノ生ジタルトキ

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文書ノ出所竝ニ成立ニ關スル證明書

自分、鈴木政勝ハ外務省管理局經濟課長ノ職ニ居ル者ナル處、茲ニ添付
セラレタル日本語ニ依ツテ書カレ五頁ヨリ成ル北支那開發株式會社ニ對
スル命令書ト題スル書類ハ日本政府外務省管理局ノ保管ニ係ル公文書ノ
拔萃ノ正確ニシテ眞實ナル寫シナルコトヲ證明ス

昭和二十二年三月二十八日 於東京外務省管理局

經濟課長 鈴木 政 勝

右署名捺印ハ自分ノ面前ニ於テ爲サレタリ

同日 於 同 所

立會人 德 弘 益 吉